SNAP ON INC
Form 4
August 10, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MICHAELS JACK D

(Last) (First) (Middle)

SNAP-ON INCORPORATED, 2801 80TH STREET

(Street)

KENOSHA, WI 53143

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SNAP ON INC [SNA]

3. Date of Earliest Transaction (Month/Day/Year)
08/10/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chairman & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2007		P		700	A	$ 46.54	700	D (8)	
Common Stock	08/10/2007		P		600	A	$ 46.64	1,300	D (8)	
Common Stock	08/10/2007		P		200	A	$ 46.59	1,500	D (8)	
Common Stock	08/10/2007		P		200	A	$ 46.58	1,700	D (8)	
Common Stock	08/10/2007		P		100	A	$ 46.56	1,800	D (8)	

Common Stock	08/10/2007	P	100	A	$ 46.62	1,900	D (8)
Common Stock	08/10/2007	P	100	A	$ 46.6	2,000	D (8)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	$ 31.938							04/23/1999	04/23/2009	Common Stock	3,000
Stock Option (Right to Buy)	$ 26.4375							04/28/2000	04/28/2010	Common Stock	3,000
Stock Option (Right to Buy)	$ 29.36							04/27/2001	04/27/2011	Common Stock	3,000
Stock Option (Right to Buy)	$ 32.08							04/25/2002	04/25/2012	Common Stock	3,000
Stock Option (Right to Buy)	$ 28.43							04/24/2003	04/24/2013	Common Stock	3,000
	$ 33.55							04/23/2004	04/23/2014		3,000

Stock Option (Right to Buy)					Common Stock	
Stock Option (Right to Buy)	$ 32.53		12/03/2006	12/03/2014	Common Stock	200,000
Stock Option (Right to Buy)	$ 39.35		(7)	02/16/2016	Common Stock	110,000
Stock Option (Right to Buy)	$ 50.22		(1)	02/15/2017	Common Stock	200,000
Deferred Stock Unit	$ 0 (2)		(3)	(3)	Common Stock	13,374.742 (4)
Restricted Stock	(2)		(5)	(5)	Common Stock	60,000
Restricted Stock	(2)		(6)	(6)	Common Stock	46,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MICHAELS JACK D SNAP-ON INCORPORATED 2801 80TH STREET KENOSHA, WI 53143	X		Chairman & CEO	

Signatures

Kenneth V. Hallett under Power of Attorney for Jack D. Michaels	08/10/2007
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Option would vest on February 15, 2008, or early if he retires as an executive officer before then.

(2) 1 for 1.

(3) Scheduled for issuance in one lump sum payment after the earliest of August 30, 2012, or on death or retirement from the Board.

(4) Includes 72.412 deferred stock units acquired through exempt dividend reinvestments.

(5) The stock vests on the achievement of certain company initiatives over the 2006-2008 period.

(6) The stock vests on the achievement of certain company initiatives over the 2007-2009 period.

(7) One half of the option vested on February 16, 2007, and the remainder vests on February 16, 2008.

(8) Shares reported are held by Jack D. Michaels Revocable Trust for which the reporting person is the trustee and beneficiary.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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